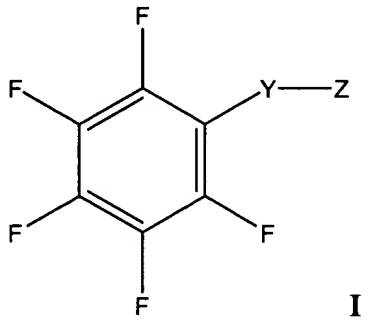
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

Claim 1 (currently amended): A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of formula [[1]] I:



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or a pharmaceutically acceptable salt thereof, wherein:

Y is -S(O)- or -$S(O)_2$-; and

Z is -NR^1R^2 ~~or OR^3~~; wherein R^2 is optionally substituted heteroaryl and R^1 ~~and R^2~~ is ~~are independently~~ selected from

hydrogen,

substituted or unsubstituted (C1-C10)alkyl,

substituted or unsubstituted (C1-C10)alkoxy,

substituted or unsubstituted (C3-C6)alkenyl,

substituted or unsubstituted (C2-C6)heteroalkyl,

substituted or unsubstituted (C3-C6)heteroalkenyl,

substituted or unsubstituted (C3-C6)alkynyl,

substituted or unsubstituted (C3-C8)cycloalkyl,

substituted or unsubstituted (C5-C7)cycloalkenyl,

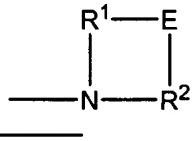
substituted or unsubstituted (C5-C7)cycloalkadienyl,

substituted or unsubstituted aryl,

substituted or unsubstituted aryloxy,

substituted or unsubstituted aryl-(C3-C8)cycloalkyl,
substituted or unsubstituted aryl-(C5-C7)cycloalkenyl,
substituted or unsubstituted aryloxy-(C3-C8)cycloalkyl,
substituted or unsubstituted aryl-(C1-C4)alkyl,
substituted or unsubstituted aryl-(C1-C4)alkoxy,
substituted or unsubstituted aryl-(C3-C6)alkenyl,
substituted or unsubstituted aryloxy-(C1-C4)alkyl
substituted or unsubstituted aryloxy-(C2-C4)heteroalkyl,
substituted or unsubstituted heteroaryl,
substituted or unsubstituted heteroaryloxy,
substituted or unsubstituted heteroaryl-(C1-C4) ~~(C10-C4)~~ alkyl,
substituted or unsubstituted heteroaryl-(C1-C4)alkoxy,
substituted or unsubstituted heteroaryl-(C1-C4)heteroalkyl,
substituted or unsubstituted heteroaryl-(C3-C6)alkenyl,
substituted or unsubstituted heteroaryloxy-(C1-C4)alkyl, and
substituted or unsubstituted heteroaryloxy-(C2-C4)heteroalkyl,

wherein R^1 and R^2 of $-NR^1R^2$ may be connected by a linking group E to give a substituent of the formula



wherein E represents a bond, (C1-C4) alkylene, or (C1-C4) heteroalkylene and the ring formed by R^1, E, R^2 and the nitrogen atom contains no more than 8 atoms; ~~and where R^3 is a substituted or unsubstituted aryl or heteroaryl group, wherein said compound I has pharmacological activity.~~

provided that:

in the case that Y is $-S(O_2)-$, and R^1 is hydrogen or methyl, then R^2 is substituted heteroaryl group;

in the case that Y is $-S(O_2)-$, and R^2 is a ring system chosen from 5-quinolyl, or 4-pyridyl, then either R^1 is not hydrogen or R^2 is substituted by at least one substituent that is not hydrogen;

in the case that Y is -S(O_2)- and R^2 is 2-methylbenzothiazol-5-yl, 6-hydroxy-4-methyl-pyrimidin-2-yl, 3-carbomethoxypyrazin-2-yl, 5-carbomethoxypyrazin-2-yl, 4-carboethoxy-1-phenylpyrazol-5-yl, 3-methylpyrazol-5-yl, 4-chloro-2-methylthiopyrimidin-6-yl, 2-trifluoromethyl-1-,3-,4-thiadiazol-5-yl, 4-methylthiazol-2-yl, 6,7-dihydroindan-5-yl, 7-chloro-5-methyl-1,8-naphthyridin-2-yl, 5,7-dimethyl-1,8-naphthyridin 2-yl, or 3-cyanopyrazol-4-yl, then R^1 is a group other than hydrogen;

wherein said compound has pharmacological activity.

Claim 2 (currently amended): The composition of claim 1, wherein, in the compound of formula I,

Y is SO_2 and

Z is NR^1R^2; wherein R^2 is ~~optionally substituted aryl or~~ optionally substituted heteroaryl.

Claim 3 (currently amended): The composition of claim 2, wherein R^1 is hydrogen or lower alkyl, R^2 is ~~optionally substituted phenyl or~~ optionally substituted pyridyl, and there is no linking group E between R^1 and R^2.

Claims 4-10 (canceled).

Claim 11 (currently amended): The composition of claim 1 [[claim 10]] wherein the compound is

~~1,2-Ethylenedioxy-4-pentafluorophenylsulfonamidobenzene,~~

~~1,2-Methylenedioxy-4-pentafluorophenylsulfonamidobenzene,~~

5-Pentafluorophenylsulfonamidoindazole, or

5-Pentafluorophenylsulfonamidoindole.

Claims 12- 17 (canceled).

Claim 18 (currently amended): The composition of claim 1 [[claim 16]], wherein the compound is

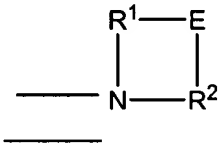
~~3-Chloro-1-pentafluorophenylsulfonamidobenzene, or~~

~~4-Chloro-1-pentafluorophenylsulfonamidobenzene~~

selected from the group consisting of 4-Methyl-6-methoxy-2-pentafluorophenylsulfonamidopyrimidine; 4,6-Dimethoxy-2-pentafluorophenylsulfonamidopyrimidine; 2-Pentafluorophenylsulfonamidothiophene; 3-Pentafluorophenylsulfonamidothiophene; 3-Pentafluorophenylsulfonamidopyridine; 4-Pentafluorophenylsulfonamidopyridine; 2-Chloro-5-pentafluorophenylsulfonamidopyridine; 6-Pentafluorophenylsulfonamidoquinoline; 2,3-Dihydro-5-pentafluorophenylsulfonamidoindole; 5-Pentafluorophenylsulfonamidobenzo[a]thiophene; 5-Pentafluorophenylsulfonamidobenzo[a]furan; 5-Pentafluorophenylsulfonamidoindazole; 2-Methoxy-5-pentafluorophenylsulfonamidopyridine; and 2-Anilino-3-pentafluorophenylsulfonamidopyridine.

Claims 19- 35 (canceled).

Claim 36 (currently amended): The composition of claim 2, wherein



~~wherein R^1 and R^2 are covalently joined to in a moiety that forms~~ is a 5- or 6-membered heterocyclic ring. ~~with the nitrogen atom of NR^1R^2.~~

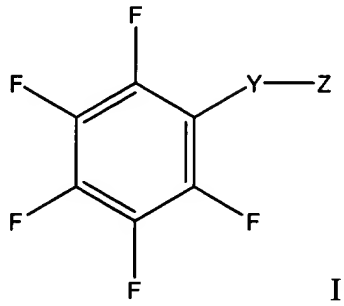
Claims 37-40 canceled.

Claim 41 (original): The composition of claim 2, wherein R^1 is an optionally substituted (C2-C10)alkyl or optionally substituted (C2-C6)heteroalkyl.

Claim 42 (canceled).

Claim 43 (currently amended): A method of treating or preventing a disease state characterized by abnormally high levels of low density lipoprotein particles or cholesterol in the

blood, which method comprises administering to a mammalian subject in need thereof a therapeutically effective amount of a composition containing a compound of formula I



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or a pharmaceutically acceptable salt thereof, wherein:

Y is -S(O)- or -$S(O)_2$-;

Z is -NR^1R^2 ~~or -OR^3~~; where R^2 is optionally substituted heteroaryl and R^1 ~~and R^2~~ is ~~are independently~~ selected from

hydrogen,

substituted or unsubstituted (C1-C10)alkyl,

substituted or unsubstituted (C1-C10)alkoxy,

substituted or unsubstituted (C3-C6)alkenyl,

substituted or unsubstituted (C2-C6)heteroalkyl,

substituted or unsubstituted (C3-C6)heteroalkenyl,

substituted or unsubstituted (C3-C6)alkynyl,

substituted or unsubstituted (C3-C8)cycloalkyl,

substituted or unsubstituted (C5-C7)cycloalkenyl,

substituted or unsubstituted (C5-C7)cycloalkadienyl,

substituted or unsubstituted aryl,

substituted or unsubstituted aryloxy,

substituted or unsubstituted aryl-(C3-C8)cycloalkyl,

substituted or unsubstituted aryl-(C5-C7)cycloalkenyl,

substituted or unsubstituted aryloxy-(C3-C8)cycloalkyl,

substituted or unsubstituted aryl-(C1-C4)alkyl,

substituted or unsubstituted aryl-(C1-C4)alkoxy,

substituted or unsubstituted aryl-(C1-C4)heteroalkyl,

substituted or unsubstituted aryl-(C3-C6)alkenyl,

substituted or unsubstituted aryloxy-(C1-C4)alkyl,

substituted or unsubstituted aryloxy-(C2-C4)heteroalkyl,

substituted or unsubstituted heteroaryl,

substituted or unsubstituted heteroaryloxy,

substituted or unsubstituted heteroaryl-(C1-C4)alkyl,

substituted or unsubstituted heteroaryl-(C1-C4)alkoxy,

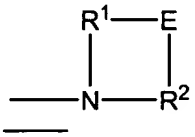
substituted or unsubstituted heteroaryl-(C1-C4)heteroalkyl,

substituted or unsubstituted heteroaryl-(C3-C6)alkenyl,

substituted or unsubstituted heteroaryloxy-(C1-C4)alkyl, and

substituted or unsubstituted heteroaryloxy-(C2-C4)heteroalkyl,

wherein R^1 and R^2 of $-NR^1R^2$ may be connected by a linking group E to give a substituent of the formula



wherein E represents a bond, (C1-C4) alkylene, or (C1-C4) heteroalkylene, and the ring formed by R^1, E, R^2 and the nitrogen contains no more than 8 atoms;

~~and where R^3 is optionally substituted aryl or optionally substituted heteroaryl~~

provided that:

in the case that Y is $-S(O_2)-$, and R^1 is hydrogen or methyl, then R^2 is substituted heteroaryl group;

in the case that Y is $-S(O_2)-$, and R^2 is a ring system chosen from 5-quinolyl, or 4-pyridyl, then either R^1 is not hydrogen or R^2 is substituted by at least one substituent that is not hydrogen;

in the case that Y is $-S(O_2)-$ and R^2 is 2-methylbenzothiazol-5-yl, 6-hydroxy-4-methyl-pyrimidin-2-yl, 3-carbomethoxypyrazin-2-yl, 5-carbomethoxypyrazin-2-yl, 4-carboethoxy-1-phenylpyrazol-5-yl, 3-methylpyrazol-5-yl, 4-chloro-2-methylthiopyrimidin-6-yl, 2-trifluoromethyl-1-,3-,4-thiadiazol-5-yl, 4-methylthiazol-2-yl, 6,7-dihydroindan-5-yl, 7-chloro-5-methyl-1,8-naphthyridin-2-yl, 5,7-dimethyl-1,8-naphthyridin 2-yl, or 3-cyanopyrazol-4-yl, then R^1 is a group other than hydrogen; and

wherein said compound has pharmacological activity.

Claim 44 (currently amended): The method of claim 43 wherein, in the compound of formula I,

Y is SO_2 and

Z is NR^1R^2; where R^2 is ~~optionally substituted aryl or~~ optionally substituted heteroaryl.

Claims 45-53 (canceled).

Claim 54 (original): The method of claim 43, wherein the disease state is atherosclerosis.

Claim 55 (original): The method of claim 43, wherein the disease state is pancreatitis.

Claim 56 (original): The method of claim 43, wherein the disease state is hypercholesterolemia.

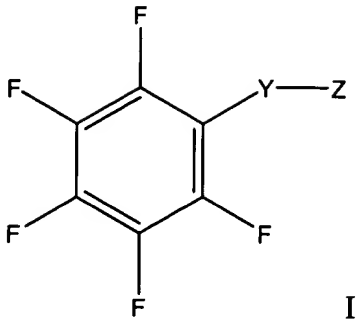
Claim 57 (original): The method of claim 43, wherein the disease state is hyperlipoproteinemia.

Claim 58 (original): The method of claim 43, wherein the composition is administered orally.

Claim 59 (original): The method of claim 43, wherein the subject is human.

Claim 60 (original): The method of claim 43, wherein the composition is administered in combination with a therapeutically effective amount of a hypolipemic agent or a hypocholesterolemic agent that is not represented by formula I.

Claim 61 (currently amended): A compound having the formula I:



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or a pharmaceutically acceptable salt thereof, wherein:

Y is -S(O)- or -S(O_2)-; and

Z is NR^1R^2, wherein R^2 is an optionally substituted ~~aryl or~~ heteroaryl group, and R^1 is selected from

hydrogen,

substituted or unsubstituted (C1-C10)alkyl,

substituted or unsubstituted (C1-C10)alkoxy,

substituted or unsubstituted (C3-C6)alkenyl,

substituted or unsubstituted (C2-C6)heteroalkyl,

substituted or unsubstituted (C3-C6)heteroalkenyl,

substituted or unsubstituted (C3-C6)alkynyl,

substituted or unsubstituted (C3-C8)cycloalkyl,

substituted or unsubstituted (C5-C7)cycloalkenyl,

substituted or unsubstituted (C5-C7)cycloalkadienyl,

substituted or unsubstituted aryl,

substituted or unsubstituted aryloxy,

substituted or unsubstituted aryl-(C3-C8)cycloalkyl,

substituted or unsubstituted aryl-(C5-C7)cycloalkenyl,

substituted or unsubstituted aryloxy-(C3-C8)cycloalkyl,

substituted or unsubstituted aryl-(C1-C4)alkyl,

substituted or unsubstituted aryl-(C1-C4)alkoxy,

substituted or unsubstituted aryl-(C3-C6)alkenyl,

substituted or unsubstituted aryloxy-(C1-C4)alkyl,

substituted or unsubstituted aryloxy-(C2-C4)heteroalkyl,

substituted or unsubstituted heteroaryl,

substituted or unsubstituted heteroaryloxy,

substituted or unsubstituted heteroaryl-(C1-C4)alkyl,

substituted or unsubstituted heteroaryl-(C1-C4)alkoxy,

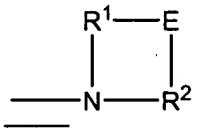
substituted or unsubstituted heteroaryl-(C1-C4)heteroalkyl,

substituted or unsubstituted heteroaryl-(C3-C6)alkenyl,

substituted or unsubstituted heteroaryloxy-(C1-C4)alkyl, and

substituted or unsubstituted heteroaryloxy-(C2-C4)heteroalkyl,

wherein R^1 and R^2 of $-NR^1R^2$ may be connected by a linking group E to give a substituent of the formula



wherein E represents a bond, (C1-C4) alkylene, or (C1-C4) heteroalkylene, and the ring formed by R^1, E, R^2 and the nitrogen contains no more than 8 atoms; provided that:

in the case that Y is $-S(O_2)-$, and R^1 is hydrogen or methyl, then R^2 is substituted ~~phenyl or~~ heteroaryl group;

in the case that Y is $-S(O_2)-$, and R^2 is a ring system chosen from ~~1-naphthyl~~, 5-quinolyl, or 4-pyridyl, then either R^1 is not hydrogen or R^2 is substituted by at least one substituent that is not hydrogen;

~~in the case that Y is $-S(O_2)-$, R^2 is phenyl, and R^1 is a propylene unit attaching the nitrogen of $-NR^1R^2$ to the 2- position of the phenyl ring in relation to the sulfonamido group to form a 1,2,3,4-tetrahydroquinoline system, and one or more of the remaining valences on the bicyclic system so formed is substituted with at least one substituent that is not hydrogen;~~

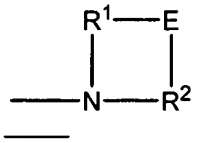
~~in the case that Y is $-S(O_2)-$ and R^2 is phenyl substituted with 3-(1-hydroxyethyl), 3-dimethylamino, 4-dimethylamino, 4-phenyl, 3-hydroxy, 3-hydroxy-4-diethylaminomethyl, 3,4-methylenedioxy, 3,4-ethylenedioxy, 2-(1-pyrrolyl), or 2-methoxy-4-(1-morpholino), then either R^1 is not hydrogen or when R^1 is hydrogen, one or more of the remaining valences on the phenyl ring of R^2 is substituted with a substituent that is not hydrogen;~~

in the case that Y is -S(O_2)- and R^2 is 2-methylbenzothiazol-5-yl, 6-hydroxy-4-methyl-pyrimidin-2-yl, 3-carbomethoxypyrazin-2-yl, 5-carbomethoxypyrazin-2-yl, 4-carboethoxy-1-phenylpyrazol-5-yl, 3-methylpyrazol-5-yl, 4-chloro-2-methylthiopyrimidin-6-yl, 2-trifluoromethyl-1-,3-,4-thiadiazol-5-yl, ~~5,6,7,8-tetrahydro-2-naphthyl~~, 4-methylthiazol-2-yl, 6,7-dihydroindan-5-yl, 7-chloro-5-methyl-1,8-naphthyridin-2-yl, 5,7-dimethyl-1,8-naphthyridin 2-yl, or 3-cyanopyrazol-4-yl, then R^1 is a group other than hydrogen;
wherein said compound has pharmacological activity.

62 (original): The compound of claim 61, wherein R^1 is hydrogen or lower alkyl, Y is -S(O_2)-, and there is no linking group E between R^1 and R^2.

Claims 63-88 (canceled).

Claim 89 (currently amended): The compound of claim 61, wherein



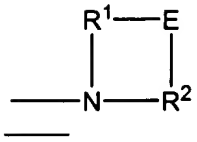
~~wherein R^1 and R^2 are covalently joined to in a moiety that forms~~ is a 5- or 6-membered heterocyclic ring. ~~with the nitrogen atom of NR^1R^2.~~

Claims 90-94 (canceled).

Claim 95 (new): A pharmaceutical composition of claim 1, wherein R^1 is hydrogen or lower alkyl, Y is -S(O_2)-, and there is no linking group E between R^1 and R^2.

Claim 96 (new): A method of claim 43, wherein R^1 is hydrogen or lower alkyl, Y is -S(O_2)-, and there is no linking group E between R^1 and R^2.

Claim 97 (new): A method of claim 43, wherein



is a 5- or 6-membered heterocyclic ring.

Claim 98 (new): A compound of claim 61, wherein the compound is selected from the group consisting of 5-Pentafluorophenylsulfonamidoindazole, 5-Pentafluorophenylsulfonamidoindole; 4-Methyl-6-methoxy-2-pentafluorophenylsulfonamidopyrimidine; 4,6-Dimethoxy-2-pentafluorophenylsulfonamidopyrimidine; 2-Pentafluorophenylsulfonamidothiophene; 3-Pentafluorophenylsulfonamidothiophene; 3-Pentafluorophenylsulfonamidopyridine; 4-Pentafluorophenylsulfonamidopyridine; 2-Chloro-5-pentafluorophenylsulfonamidopyridine; 6-Pentafluorophenylsulfonamidoquinoline; 2,3-Dihydro-5-pentafluorophenylsulfonamidoindole; 5-Pentafluorophenylsulfonamidobenzo[a]thiophene; 5-Pentafluorophenylsulfonamidobenzo[a]furan; 5-Pentafluorophenylsulfonamidoindazole; 2-Methoxy-5-pentafluorophenylsulfonamidopyridine; and 2-Anilino-3-pentafluorophenylsulfonamidopyridine.

Claim 99 (new): A method of claim 43, wherein the compound is selected from the group consisting of 5-Pentafluorophenylsulfonamidoindazole, 5-Pentafluorophenylsulfonamidoindole; 4-Methyl-6-methoxy-2-pentafluorophenylsulfonamidopyrimidine; 4,6-Dimethoxy-2-pentafluorophenylsulfonamidopyrimidine; 2-Pentafluorophenylsulfonamidothiophene; 3-Pentafluorophenylsulfonamidothiophene; 3-Pentafluorophenylsulfonamidopyridine; 4-Pentafluorophenylsulfonamidopyridine; 2-Chloro-5-pentafluorophenylsulfonamidopyridine; 6-Pentafluorophenylsulfonamidoquinoline; 2,3-Dihydro-5-pentafluorophenylsulfonamidoindole; 5-Pentafluorophenylsulfonamidobenzo[a]thiophene; 5-Pentafluorophenylsulfonamidobenzo[a]furan; 5-Pentafluorophenylsulfonamidoindazole; 2-Methoxy-5-pentafluorophenylsulfonamidopyridine; and 2-Anilino-3-pentafluorophenylsulfonamidopyridine.

Claim 100 (new): A compound of claim 62, wherein R^1 is an optionally substituted (C2-C10)alkyl or optionally substituted (C2-C6)heteroalkyl.

Claim 101 (new): A method of claim 44, wherein R^1 is an optionally substituted (C2-C10)alkyl or optionally substituted (C2-C6)heteroalkyl.